

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

RECORDATION NO. 23635 FILED  
SEP 04 2001 4-13 PM  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

August 31, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease Agreement, dated as of August 31, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Bombardier Capital Rail, Inc. 12850 Gran Bay Parkway West Jacksonville, Florida 32223
Lessee:	The Burlington Northern and Santa Fe Railway Company 2650 Lou Menk Drive Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

Two hundred and ten (210) Johnstown America built slab steel flatcars:  
BNSF – 568000 – BNSF 568209.

A short summary of the document to appear in the index is:

Memorandum of Railcar Lease Agreement.

Mr. Vernon A. Williams  
August 31, 2001  
Page 2

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 23635 FILED

SEP 04 '01 4-43 PM

MEMORANDUM OF RAILCAR LEASE AGREEMENT

SUBRAIL TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of August 31, 2001 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **The Burlington Northern and Santa Fe Railway Company**, a Texas Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various Cars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Lease Agreement No. 0351921 dated December 1, 2000 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Rider No. 2 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the two hundred ten (210) Johnstown America 2001 built Slab Steel Flatcars, 100-Ton, 286,000 GRL, bearing the reporting mark and numbers BNSF568000 through BNSF568209, inclusive, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the terms of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: **Bombardier Capital Rail Inc.**

By: Mark A. Self  
Mark A. Self

Its: Vice President, General Manager

By: L. Lee Struble

Its: L. Lee Struble  
Vice President Sales

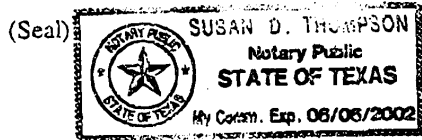
LESSEE: **The Burlington Northern and Santa Fe Railway Company**

By: [Signature]

Its: SR VP OPERATIONS

STATE OF Texas, COUNTY OF Tarrant TO WIT:

On this 31<sup>st</sup> day of August, 2001 before me personally appeared, Carl R. Ice, to me personally known, who being by me duly sworn, says that he/she is the Sr. VP Operations, respectively of **The Burlington Northern and Santa Fe Railway Company**, a Texas Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Susan D. Thompson  
Notary Public  
My commission expires: 6/6/2002

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 31 day of August, 2001 before me personally appeared, Mark A. Sey and Lee Stubble, to me personally known, who being by me duly sworn, say that they are the VP-Inv and VP-Sales, respectively of **Bombardier Capital Rail Inc.**, a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Gail M. Blagsvedt  
Notary Public  
My commission expires: 1-31-2005